

Exhibit 2

DELPHI

Automotive Systems

DELPHI CHASSIS SYSTEMS
P.O. BOX 1042
DAYTON OH
45401

US

SHIP TO:

SEE BELOW

US

PURCHASE PAGE
ORDER: DCS94056

VENDOR NUMBER 26-591-6502

SIEMENS VDO AUTOMOTIVE
1 AVENUE PAUL OURLIAC
BOITE POSTAL 1149
TOULOUSE CEDEX FR
31036
FRANCE

INVOICE TO:

NO INVOICES REQUIRED TO ACCTS
PAYABLE UNLESS OTHERWISE
STATED ON PO OR RELEASE.

FILE COPY US

This order is not binding until accepted. Acceptance should be executed on acknowledgment copy which should be returned to Buyer. This order, including the terms and conditions on the face and reverse side hereof, contains the complete and final agreement between Buyer and Seller and no other agreement in any way modifying any of said terms and conditions will be binding upon the Buyer unless made in writing and signed by Buyer's authorized representative. If Government Contract Number is Shown Hereon, additional Terms and Conditions Attached Herein Apply.

This Number Must Appear On All Invoices, Packing Slips, Packages and Bills of Lading.
(2) copies of your packing slip must accompany each shipment.
Item Identification Number(s) must be shown on Packing Slips and Invoices.
Invoice Attn: Accounts Payable
Do not Declare Valuation of Express Shipments or Insure Parcel Post.

ORDER DATE 12/10/02	PHONE: 937-455-737
ALTERATION ISSUE DATE	M. SHIELDS
ALTERATION EFFECTIVE DATE	Buyer
	PURCHASING AGENT

ITEM SEQUENCE QUANTITY ORDERED ITEM IDENTIFICATION NO. NOUN NAME DESCRIPTION RFQ NUMBER DATE REQUIRED TAX CODE/ % BASE UNIT PRICE PRICE UNIT MEAS

THIS ORDER IS LISTED IN THE FOLLOWING CURRENCY
EUR EUROPEAN CURRENCY UNIT

PLEASE MAIL TWO (2) COPIES OF YOUR INVOICE TO:
DELPHI ENERGY & CHASSIS SYSTEMS
ATTN: JOAN PHILPOT, MAIL STOP 1-08
P. O. BOX 1042
DAYTON, OH 45401
ANY QUESTIONS CONCERNING THIS RELEASE, PLEASE CALL
MIKE SHIELDS, PH: 937-455-7374, FAX: 937-455-9133.

TOOLING LOCATION:
SIEMENS VDO AUTOMOTIVE
1 AVENUE PAUL OURLIAC
BOITE POSTAL 1149
TOULOUSE CEDEX
FRANCE
31036

12/10/02 C 0.00% 500000.0000
T22212835, T22212839, T22197737 ECU -
SUSPENSION - MRRTD - BSRID
COMPONENT PART AND ECU ASSEMBLY TOOLING FOR
PRODUCTION OF MRRTD AND BSRID GEN 2 SCR. DRAD
CONTROLLERS. GMX245 22212835,
GMX295 22212839, GMT800 22197737

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ORDER: DCS94056

VENDOR NUMBER 26-591-6502

TO: SIEMENS VDO AUTOMOTIVE

1 AVENUE PAUL OURLIAC
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ORDER DATE 12/10/02
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ALTERNATION EFFECTIVE DATE
PHONE: 937-455-737
M SHIELDS
VZ Buyer

PURCHASING AGENT

NET 2ND DAY OF 2ND MONTH F.O.B. DESTINATION UNLESS OTHERWISE INDICATED SHIP VIA SEE BELOW

ITEM SEQUENCE	QUANTITY ORDERED	ITEM IDENTIFICATION NO.	NOUN NAME	DESCRIPTION	RFO NUMBER	DATE REQUIRED	TAX CODE/ %	BASE UNIT PRICE	PRICE MULTIPLE	UNIT MEAS.
			REV. LEVEL R9866A, R9875A, AND R9798A WHO ORDERED: MIKE SHIELDS	THE SUPPLIER IS RESPONSIBLE FOR MAINTAINING TOOLS TO PRODUCE 100% PARTS TO SPECIFICATIONS FOR THE LIFE OF THE PART. PPAP SUBMISSION AT NO CHARGE. YOUR PACKING SLIP SHOULD BE MARKED ACCORDINGLY AND ALSO MUST INCLUDE PART AND PURCHASE ORDER NUMBER. *FORCED LABOR* SELLER REPRESENTS THAT GOODS PURCHASED UNDER THIS ORDER WERE NOT PRODUCED WITH FORCED LABOR (AS DEFINED IN 19 USC 1307) EITHER BY SELLER OR SELLER'S SUPPLIERS. SELLER SHALL INDEMNIFY BUYER AGAINST ANY LIABILITY BUYER MAY INCUR IF THIS REPRESENTATION IS INCORRECT. SELLER AGREES TO PROVIDE ALL INFORMATION NECESSARY FOR BUYER TO COMPLY WITH ALL APPLICABLE LAWS, REGULATIONS AND RELATED LEGAL REPORTING OBLIGATIONS IN THE COUNTRY(IES) OF DESTINATION. SELLER AGREES TO PROVIDE ALL DOCUMENTATION AND/OR ELECTRONIC TRANSACTION RECORDS TO ALLOW BUYER TO MEET CUSTOMS RELATED OBLIGATIONS, ANY LOCAL CONTENT/ORIGIN REQUIREMENTS, AND TO OBTAIN ALL TARIFF AND TRADE PROGRAM DUTY AVOIDANCE(S) AND/OR REFUND BENEFITS,						

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ORDER DATE 12/10/02
ALTERNATION ISSUE DATE
ALTERNATION EFFECTIVE DATE

PHONE: 937-455-737
M SHIELDS
VZ Buyer

PURCHASING AGENT

F.O.B.

DESTINATION UNLESS OTHERWISE INDICATED

SHIP VIA

SEE BELOW

2ND DAY OF 2ND MONTH

SPCOL

ITEM QUANTITY	ITEM IDENTIFICATION NO.	QUANTITY ORDERED	DESCRIPTION	REF. NUMBER	DATE REQUIRED	TAX CODE/ %	BASE UNIT PRICE	PRICE MULTIPLE	UNIT MEAS
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WHERE APPLICABLE.

SELLER AGREES TO COMPLY WITH THE AUTOMOTIVE INDUSTRY ACTION GROUP'S (AIAG) DOCUMENT AND EDI PROTOCOL AND STANDARDS IN THEIR SUPPLIER INFORMATION KIT FOR U.S., CANADA, AND MEXICO IMPORTS.

SELLER AGREES TO ASSUME, AND TO INDEMNIFY BUYER AGAINST, ANY AND ALL FINANCIAL RESPONSIBILITY ARISING FROM SELLER'S FAILURE TO COMPLY WITH THESE REQUIREMENTS AND/OR TO SUPPLY BUYER WITH THE INFORMATION REQUIRED TO MEET LEGAL REPORTING OBLIGATIONS, INCLUDING, WITHOUT LIMITATION, ANY FINES, PENALTIES, FORFEITURES, OR COUNSEL FEES INCURRED OR IMPOSED AS A RESULT OF ACTIONS TAKEN BY THE IMPORTING COUNTRY'S GOVERNMENT.

THIS ORDER COVERS NECESSARY TOOLS FOR THE PRODUCTION ITEM LISTED ON THIS PURCHASE ORDER. TOOLS TO BE CONSTRUCTED TO HAVE A NET CAPACITY OF 8,000 PIECES/WEEK (6 DAYS).
DELPHI SUPPLIER TOOLING AGREEMENT APPLIES. PPAP MUST BE SUBMITTED BY 9/15/02. SUBMISSION MUST BE APPROVED BEFORE PAYMENT FOR TOOLING AND BEFORE SHIPMENT OF PRODUCTIVE PARTS.

DELPHI

Automotive Systems

DELPHI CHASSIS SYSTEMS
P.O. BOX 1042
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US

PURCHASE PAGE
ORDER: DCS94056

VENDOR NUMBER 26-591-6502

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31036
FRANCE

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ORDER DATE 12/10/02
ALTERATION ISSUE DATE
ALTERATION EFFECTIVE DATE
PURCHASING AGENT

ITEM QUANTITY ITEM IDENTIFICATION NO. NOUN NAME DESCRIPTION RFQ NUMBER DATE REQUIRED TAX CODE % BASE UNIT PRICE PRICE UNIT MEAS

NET 2ND DAY OF 2ND MONTH F.O.B. DESTINATION UNLESS OTHERWISE INDICATED SHIP VIA SEE BELOW

THE PAYMENT DATE SHALL BE THE DATE ESTABLISHED BY BUYER'S MULTILATERAL NETTING SYSTEM (MNS-2), OR WHICH PROVIDES ON AVERAGE, THAT PAYMENT SHALL BE ISSUED ON THE SECOND DAY OF THE SECOND MONTH FOLLOWING RECEIPT OF GOODS.

BUYER, AT ITS EXPENSE, HAS THE RIGHT TO AUDIT AND REVIEW ALL RELEVANT BOOKS, RECORDS, PAYROLL DATA, RECEIPTS AND OTHER DOCUMENTS, INCLUDING SELLER'S ADMINISTRATIVE AND ACCOUNTING POLICIES, GUIDELINES, PRACTICES AND PROCEDURES, IN ORDER TO SUBSTANTIATE ANY CHARGES AND OTHER MATTERS UNDER THIS CONTRACT. SELLER WILL MAINTAIN AND PRESERVE ALL SUCH DOCUMENTS FOR A PERIOD OF FOUR (4) YEARS FOLLOWING FINAL PAYMENT UNDER THIS CONTRACT. IN ADDITION, BUYER HAS THE RIGHT TO INSPECT ALL INVENTORIES, WORK-IN-PROCESS, MATERIALS, MACHINERY, EQUIPMENT, TOOLING, FIXTURES, GAUGES, AND OTHER ITEMS RELATED TO SELLER'S PERFORMANCE OF THIS CONTRACT. SELLER WILL PROVIDE BUYER WITH REASONABLE ACCESS TO ITS FACILITIES AND OTHERWISE COOPERATE AND FACILITATE ANY SUCH AUDITS OR INSPECTIONS BY BUYER.

PPAP SAMPLE SUBMISSION INSTRUCTIONS:
THE ENCLOSED LABEL (FORM GM #1387) MUST BE USED REGARDLESS OF THE METHOD OF SHIPMENT. THIS ASSURES

DELPHI

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45401

US

SHIP TO:

SEE BELOW

US

PURCHASE PAGE
ORDER: DCS94056

VENDOR NUMBER 26-591-6502

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BOITE POSTAL 1149
TOULOUSE CEDEX FR
31036
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ORDER DATE 12/10/02
ALTERNATION ISSUE DATE
ALTERNATION EFFECTIVE DATE
PHONE: 937-455-737
M SHIELDS
VZ Buyer
PURCHASING AGENT

2ND DAY OF 2ND MONTH

F.O.B. SPCOL DESTINATION UNLESS OTHERWISE INDICATED

SHIP VIA SEE BELOW

SPECIAL HANDLING OF THE SAMPLE PARTS WHEN THEY
ARRIVE AT DELPHI ENERGY & CHASSIS SYSTEMS.
SAMPLE PARTS AND DOCUMENTATION FOR YOUR PPAP
SHOULD BE SENT TO:
DELPHI ENERGY & CHASSIS SYSTEMS
KETERING OPERATIONS
ATTN: METROLOGY LAB - DOCK 11
WOODMAN DRIVE - GATE #4
KETERING, OHIO 45420

TERMS AND CONDITIONS JANUARY 2001, APPLY
OF WHICH SUPPLIER HAS RECEIVED A COPY.

DELPHI CHASSIS SYSTEMS
P.O. BOX 1042
DAYTON OH
45401

5

SEE BELOW

5

PURCHASE ORDER:

PAGE 1

VENDOR NUMBER 26-591-6502

INVOICE TO: FAIRFAX COUNTY, VIRGINIA
STATED ON PO OR RELEASE.

SIEMENS. VDO AUTOMOTIVE
1 AVENUE PAUL GURLIAC

US

BOITE POSTAL 1149
TOULOUSE CEDEX FR
31036
FRANCE

On the scene, the officers and witnesses saw what William called "a small fire." The crowd, including the British, did not realize the danger, thinking the explosion was the burning of the ship. The explosion could be nothing but a great anticlimactic gesture.

If General Robert Napier is shown heroic, dedicated, brave and confident, General Horatio Smith is shown as a coward.

ORDER DATE 12/10/02	PHONE: 937-455-7374
ALTERATION EFFECTIVE DATE	M. SHIELDS
ALTERATION ISSUE DATE	VZ Buyer
	PURCHASING AGENT

NET 2ND DAY OF 2ND-MONTH

SPCOL

DESTINATION UNLESS OTHERWISE INDICATED

SEE BELOW

ITEM SEQUENCE	QUANTITY ORDERED	NEW IDENTIFICATION NO.
------------------	---------------------	------------------------

NOUN NAME

DESCRIPTION	NUMBER
...	...

DATE REQUIRED

DEJ %	BASE UNIT PRICE
-------	-----------------

FILE	DATE
MULTIPLE	MEASURE

THIS ORDER IS LISTED IN THE FOLLOWING CURRENCY
EUR EUROPEAN CURRENCY UNIT

PLEASE MAIL TWO (2) COPIES OF YOUR INVOICE TO:
DELPHI ENERGY & CHASSIS SYSTEMS
ATTN: JOAN PHILPOT, MAIL STOP 1-08
WARREN, MI 48090-1008

ANY QUESTIONS CONCERNING THIS RELEASE, PLEASE CALL
MIKE SHIELDS, PH: 937-455-7374, FAX: 937-455-9133.

TOOLING LOCATION:

SIEMENS VDO AUTOMOTIVE
1 AVENUE PAUL DURLIAC
BOITE POSTAL 1149
TOULOUSE CEDEX
FRANCE
31036

00001	1	PR677240 001
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12/10/02 C 0.00%

500000.0000

LOT

Michel POULE
: 1 DEC. 2003
AT SE SC2

SIEMENS VDO 14

A u t o m o t i v e

Siemens VDO Automotive S.A.S.

1, avenue Paul Ourliac - B.P. 1143

31038 Toulouse cedex 1 - France

Tel. ++33 (0)5 61 19 88 88

Fax ++33 (0)5 61 19 25 25

S.A.S with capital of 70 000 000 Euros - Registered in Toulouse 314 722 026 -

VAT number FR 03 314 722 026 - SIRET 314 722 028 00031

Your contact in accounting dpt : 33-561 19 85 68

Vendor code :

Deliv. Note Shipping date :

Date 11.12.2003

N° 59060092816

Others References :

Activity : 9 - Engineering

Bill to N°: 12105162

DELPHI CHASSIS SYSTEMS

To : JOAN PHILPOT /accounts payable

MAIL STOP 1-08 PO Box 1042

45401 DAYTON, OH

U.S.A

Transportation Details

Carrier :

Broker :

Loading Location :

Unloading Location :

Transportation Mode :

Total Net Weight : 0

Total Gross Weight : 0,000

Payment Terms

Make remittance to :

Currency EUR

L/C n° :

Your payment by Bank remittance the 31.01.2004

Bank remittance 30 days end of month

Incoterms :

Cust. Order N°	Description	Shipped	Unit Price	Unit	Extension
SIEMENS Ref. N°					
Customer Ref. N°					

DCS94056

SECS35-27

tooling for production of DRAD

SESC 35

ATTN: Joan PHILPOT.

1 500.000,00 1UN 500.000,00

Marked in still
12-18-03

730939
12/18/03
MT

VAT :

1. Output Tax

19,600 % 98.000,00

Sub Total

500.000,00

Total

500.000,00

VAT

98.000,00

Total amount (EUR) 598.000,00

CUSTOMER

Folio : 1/1

Page: 1 Document Name: untitled

NPT42030 MULTIPLE ITEM RECEIPT LOC : DC
 DC/JZR9WP /E RECEIPT TYPE: RECEIPT DATE: 12/18/03
 TIME: 15:44:22

A/C: SB./RELEASE #: DCS94056 BEG SEQ: RECEIPT #: 730939 RSC #:
 PACKING SLIP #: 0092816615 CARGO: TOOLING VERS: 000 VER COMP: Y

DOCK: S99 CARRIER: TT DATE REC'D: DATE SHIP'D: 111003 B.P.I. IND:

VENDOR1: SIEMENS VDO AUTOMOTIVE CMT: ID: JZR9WP

VENDOR2: CMT:

A/C SEQ# QTY REC'D S U/M ITEM ID/PR# NOUN NAME/PR DESC CHEMCL QTY OPEN
 00001 1.00 A LOT PR677240 001 T22212835, T2221283

E01751-ROUTING SLIP CANNOT PRINT - TERMINAL ID VA2TLE1D NOT FOUND ON NPT02000

PF01: HELP PF04: BLANK SCREEN PF07: SB/RL REC INQ PF10: VERSION COMP
 PF02: GO TO PF05: RECEIPT HDR PF08: ITEM BUY HIST PF11: SCROLL FWRD
 PF03: PREVIOUS MENU PF06: ROUTING SLIP PF09: ORD STAT INQ PASSWORD:

Date: 12/18/2003 Time: 03:44:24 PM

Doc Date	Process #	PO #	Part/C Type	Amount
11/10/2003	9000024948729	DCS94056		(\$618,375.00)
11/10/2003	9000024948729	DCS94056	PR677240001	\$618,375.00

Account	W/O	Supplier N: DUNS #	Event Code	Event Date	Aft Inv	BOL	Document
'H244120000000000000DIS0000		SIEMENS	'RD265916502	12	12/24/2003	N	'0092816615 'H202037309390001
'H3327000000600040000000000	'H3663630	SIEMENS	'RD265916502	12	12/24/2003	N	'0092816615 'H202037309390001

